

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
FRANCHISE GROUP, INC., <i>et al.</i> , ¹)	Case No. 24-12480 (LSS)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 1596, 1682 & 1693
)	

**CERTIFICATION OF COUNSEL REGARDING STIPULATION
GRANTING CARLOS LINARES LIMITED RELIEF
FROM THE PLAN INJUNCTION**

On November 3, 2024, the above-captioned reorganized debtors (the “Reorganized Debtors”)² filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 in the United States Bankruptcy Court for the District of Delaware (the “Court”).³

On June 2, 2025, the Court entered a Confirmation Order [Docket No. 1596], confirming the Plan as to all Debtors (the “OpCo Debtors”) other than Freedom VCM Holdings, LLC (“TopCo”). The Effective Date of the Plan with respect to the OpCo Debtors occurred on June 6, 2025, and the OpCo Debtors emerged from chapter 11 [Docket No. 1605]. On July 1, 2025, the

¹ The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The term “Reorganized Debtors” includes Franchise Group, Inc. and certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

² References herein to the “Debtors” refer to the Reorganized Debtors prior to the Effective Date of the Plan (as defined below).

³ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1454] (the “Plan”).

Court entered a Confirmation Order [Docket No. 1682], confirming the Plan with respect to TopCo. The Effective Date of the Plan with respect to TopCo occurred on July 3, 2025, and TopCo emerged from chapter 11 [Docket No. 1689].

On July 7, 2025, Carlos Linares filed *Carlos Linares' Motion for an Order Modifying Stay and/or any Plan Injunction* [Docket No. 1693], seeking to modify the automatic stay and/or any plan injunction to proceed as plaintiff in a lawsuit pending against certain of the Reorganized Debtors, and the Reorganized Debtors agreed to certain limited relief to permit Mr. Linares to pursue certain claims and causes of action solely against certain available insurance, if any, and waiving, among other things, any and all claims against the Debtors' and the Reorganized Debtors' estates. The Reorganized Debtors and Mr. Linares have documented the terms of their agreement in that certain *Stipulation Granting Carlos Linares Limited Relief from the Plan Injunction* (the "Stipulation"), which is attached as Exhibit 1 to the proposed form of order attached hereto as **Exhibit A** (the "Proposed Order"). The Stipulation, by its terms, is effective only upon entry of the Proposed Order.

WHEREFORE, as the Reorganized Debtors and Mr. Linares consent to entry of the Proposed Order, and counsel for the Litigation Trust has indicated no objection to entry of the Proposed Order, the Reorganized Debtors respectfully request entry of the Proposed Order at the Court's earliest convenience without further notice or a hearing.

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Dated: August 12, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Edmon L. Morton (Del. No. 3856)
Matthew B. Lunn (Del. No. 4119)
Allison S. Mielke (Del. No. 5934)
Sheila Borovinskaya (Del. No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
mlunn@ycst.com
amielke@ycst.com
sborovinskaya@ycst.com

Co-Counsel to the Reorganized Debtors

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)
Derek I. Hunter (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com
nicole.greenblatt@kirkland.com
derek.hunter@kirkland.com

- and -

Mark McKane, P.C. (admitted *pro hac vice*)
555 California Street
San Francisco, California 94104
Telephone: (415) 439-1400
Facsimile: (415) 439-1500
Email: mark.mckane@kirkland.com

Co-Counsel to the Reorganized Debtors